

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
PERRY CIRAULU, Individually and on Behalf :  
of All Others Similarly Situated, :

Plaintiffs, :

vs. :

AMERICAN REALTY CAPITAL :  
PROPERTIES, INC., NICHOLAS S. :  
SCHORSCH, DAVID S. KAY, BRIAN :  
BLOCK, and LISA MCALISTER, :

Defendants. :

No. 1:14-cv-08659-AKH

**CLASS ACTION**

----- X  
BERNARD PRIEVER, Individually and on :  
Behalf of All Others Similarly Situated, :

Plaintiff, :

vs. :

AMERICAN REALTY CAPITAL :  
PROPERTIES, INC., LISA P. MCALISTER :  
and BRIAN S. BLOCK, :

Defendants. :

No. 1:14-cv-08668-AKH

**CLASS ACTION**

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*—caption continued on next page—*

**DECLARATION OF REBECCA M. KATZ IN SUPPORT OF MOTION OF THE  
INSTITUTIONAL INVESTOR GROUP FOR CONSOLIDATION, APPOINTMENT AS  
LEAD PLAINTIFF, AND APPROVAL OF SELECTION OF COUNSEL**

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STUART RUBINSTEIN, Individually and on	:	No. 1:14-cv-08669-AKH
Behalf of All Others Similarly Situated,	:	
	:	<b><u>CLASS ACTION</u></b>
Plaintiffs,	:	
	:	
vs.	:	
	:	
AMERICAN REALTY CAPITAL	:	
PROPERTIES, INC., BRIAN S. BLOCK, LISA	:	
MCALISTER and NICHOLAS S. SCHORSCH,	:	
	:	
Defendants.	:	
-----	X	
KEVIN PATTON, Individually and on Behalf	:	No. 1:14-cv-08671-AKH
of All Others Similarly Situated,	:	
	:	<b><u>CLASS ACTION</u></b>
Plaintiff,	:	
	:	
vs.	:	
	:	
AMERICAN REALTY CAPITAL	:	
PROPERTIES, INC., DAVID S. KAY,	:	
NICHOLAS S. SCHORSCH, BRIAN S.	:	
BLOCK, and LISA P. MCALISTER,	:	
	:	
Defendants.	:	
-----	X	
JAMES W. EDWARDS, JR., Individually and	:	No. 1:14-cv-08721-AKH
on Behalf of All Others Similarly Situated,	:	
	:	<b><u>CLASS ACTION</u></b>
Plaintiff,	:	
	:	
vs.	:	
	:	
AMERICAN REALTY CAPITAL	:	
PROPERTIES, INC., NICHOLAS S.	:	
SCHORSCH, DAVID S. KAY, BRIAN S.	:	
BLOCK and LISA PAVELKA MCALISTER,	:	
	:	
Defendants.	:	
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BERNEY HARRIS, Individually and on Behalf of All Others Similarly Situated,	:	No. 1:14-cv-08740-AKH
	:	
	:	<b><u>CLASS ACTION</u></b>
Plaintiffs,	:	
	:	
vs.	:	
	:	
AMERICAN REALTY CAPITAL PROPERTIES, INC., NICHOLAS S. SCHORSCH, BRIAN S. BLOCK, DAVID S. KAY and LISA MCALISTER,	:	
	:	
Defendants.	:	

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SIMON ABADI, Individually and on Behalf of All Others Similarly Situated,	:	No. 1:14-cv-09006-AKH
	:	
	:	<b><u>CLASS ACTION</u></b>
Plaintiff,	:	
	:	
vs.	:	
	:	
AMERICAN REALTY CAPITAL PROPERTIES, INC., NICHOLAS S. SCHORSCH, DAVID S. KAY, PETER M. BUDKO, BRIAN S. BLOCK, LISA E. BEESON, WILLIAM M. KAHANE, EDWARD M. WEIL, JR., LESLIE D. MICHELSON, EDWARD G. RENDELL, and SCOTT J. BOWMAN,	:	
	:	
Defendants.	:	

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THE CITY OF TAMPA GENERAL	:	No. 1:14-cv-10134-AKH
EMPLOYEES RETIREMENT FUND,	:	
Individually and on Behalf of All Others	:	<b><u>CLASS ACTION</u></b>
Similarly Situated,	:	
	:	
Plaintiffs,	:	
	:	
vs.	:	
	:	
AMERICAN REALTY CAPITAL	:	
PROPERTIES, INC., NICHOLAS S.	:	
SCHORSCH, DAVID S. KAY, BRIAN	:	
BLOCK, PETER M. BUDKO, EDWARD M.	:	
WEIL, JR., BRIAN D. JONES, WILLIAM M.	:	
KAHANE, EDWARD G. RENDELL,	:	
WALTER P. LOMAX, JR., LESLIE D.	:	
MICHELSON, SCOTT J. BOWMAN,	:	
MERRILL LYNCH, PIERCE, FENNER &	:	
SMITH INC., CITIGROUP GLOBAL	:	
MARKETS INC., BARCLAYS CAPITAL	:	
INC., J.P. MORGAN SECURITIES INC.,	:	
CREDIT SUISSE SECURITIES (USA) LLC,	:	
DEUTSCHE BANK SECURITIES INC.,	:	
WELLS FARGO SECURITIES, LLC,	:	
ROBERT W. BAIRD & CO. INC.,	:	
LADENBURG THALMANN & CO. INC.,	:	
BMO CAPITAL MARKETS CORP., JMP	:	
SECURITIES LLC, JANNEY	:	
MONTGOMERY SCOTT LLC, MIZUHO	:	
SECURITIES USA INC., PNC CAPITAL	:	
MARKETS LLC, PIPER JAFFRAY & CO., and:	:	
RBS SECURITIES INC.,	:	
	:	
Defendants.	:	
-----	X	

I, Rebecca M. Katz, declare as follows:

1. I am an attorney duly licensed to practice before all of the courts of the State of New York and this Court. I am an attorney with the law firm of Motley Rice LLC (“Motley Rice”), counsel for proposed Lead Plaintiff Union Asset Management Holding AG (“Union”), KBC Asset Management NV (“KBC”), and Sheet Metal Workers’ National Pension Fund, (together, the “Institutional Investor Group”), and proposed Lead Counsel for the class in the above-captioned action. I make this declaration in support of the Institutional Investor Group’s Motion for Consolidation, Appointment as Lead Plaintiff, and Approval of Selection of Counsel. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

2. Attached hereto are true and correct copies of the following exhibits:

Exhibit 1: The Institutional Investor Group’s sworn Certifications;

Exhibit 2: Chart of the Institutional Investor Group’s Estimated Losses;

Exhibit 3: Notice of pendency of class action published in *GlobeNewswire*, a national business-oriented wire service, on October 30, 2014;

Exhibit 4: Union and KBC’s Declarations of Assignment;

Exhibit 5: Joint Declaration of the Institutional Investor Group;

Exhibit 6: Lead Plaintiff Orders in *In re Barrick Gold Securities Litigation*, No. 13-cv-03851-RPP, (S.D.N.Y. Aug. 9, 2013) and *Kaplan v. S.A.C. Capital Advisors, L.P., et al.*, No. 12-cv-09350-VM-KNF, (S.D.N.Y. Oct. 22, 2013); and

Exhibit 7: Motley Rice’s firm resume.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 29th day of December, 2014, at New York, New York.

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s/ Rebecca M. Katz  
Rebecca M. Katz

### **CERTIFICATE OF SERVICE**

I hereby certify that on December 29, 2014, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send a Notice of Electronic Filing to all counsel of record.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 29, 2014.

*s/ Rebecca M. Katz*

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Rebecca M. Katz

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